

Dóchas  
The Irish Association of Non-Governmental Development Organisations

Dóchas Board 81 (6-20)  
03/12/20

**Dóchas Board**

held via Zoom on  
Thursday, 3 December 2020 at 9am

**M i n u t e s**

**Present:** Finola Finnan (Trócaire) Chairperson  
Sarah O'Toole (CBM Ireland) Vice Chairperson  
Peter McDevitt (Self Help Africa) Treasurer  
Siobhán McGee (ActionAid Ireland)  
Louise Supple (Concern Worldwide)  
Paul O'Brien (Plan International Ireland)  
Niamh Carty (Oxfam Ireland)  
Una Murray (Sightsavers)  
Grace Milton (External Board Member)  
Senan Turnbull (External Board Member)  
Martina Fitzgerald (External Board Member)

**In attendance:** Suzanne Keatinge (CEO of Dóchas)  
Anna Farrell (Finance and Operations Manager, Dóchas)

**1. Apologies and Agenda**

There were no apologies and no changes to the Agenda as circulated.

**2. Declaration of Conflicts of Interest**

All members present confirmed that there were no conflicts of interest.

**3. Minutes of Board Meeting**

The Minutes of the 80<sup>th</sup> Board meeting (24/09/20) were approved: Niamh Carty (Proposed), Siobhán McGee (Seconded).

**4. Matters Arising and To-do List**

Most of the items on the to-do list have either been completed or will be addressed during the course of this meeting. A few additional notes:

- Suzanne thanked Finola and Sarah, who acted as Chair and MC respectively, for our Charity Trustees event (16 Nov).
- The risk register will be reviewed early in the New Year and will be discussed with the FARC (21 Jan).

- The sub-committee on Governance is taking forward the recommendations from the Board self-assessment to share with the Board in the New Year.
- It was noted that there are two outstanding items from the to-do list which have yet to be completed. These will remain as items carried over from previous meetings until they have been completed.

## 5. CEO Annual Appraisal and Contract Renewal

*[Suzanne and Anna left the meeting for this agenda item.]*

- **Annual appraisal:** The Chairperson updated the meeting on the Performance review measures in 2020, as set out in Board paper 5.1. The Chairperson and CEO had met and had a fruitful discussion on the CEO's Performance Objectives. The Objectives were mutually reviewed and updated in September. The level of achievement in a very difficult time was acknowledged by all.
- **Contract renewal:** The CEO's contract of employment ends on 22 February 2021. Board Paper 5.2 sets out the context and the recommendation of the HR committee. Louise, Chair of the HR committee, set out the background to the committee's recommendation that a second 5 year contract be offered to the CEO, noting that on foot of a second contract the employee has the protection and legal rights of a permanent employee. In coming to this decision, the HR committee had considered the risks of the proposal, and balancing the organisation's needs. Following a detailed discussion, the Board approved the proposal to offer a 5 year fixed term contract to the CEO, while recognising her legal rights. There was full agreement that this reflects a positive recognition of the CEO's performance.

### **Actions:**

- The Chair of the HR committee and the Chairperson of the Board will take the proposal forward with the CEO.
- The Governance Manual will be updated to reflect agreed practice on CEO recruitment and terms of office for future such situations.

## 6. 2021 Budget

Copies of the draft budget, expected reserves, and an explanatory note were circulated to members in advance. The budget includes a planned and a COVID scenario and that we expect to be working from the latter in 2021.

The Treasurer said that he was pleased that we now had a clearer picture in relation to reserves at year end. He also noted that the FARC was comfortable that we have an appropriate level of 'free' reserves going into 2021. However, income is the big unknown. We don't know what members will be able to pay in terms of fees and we don't yet know if we will get our full core grant (€340k) from Irish Aid. We may therefore need to cut back on programme costs if it looks like we are not going to achieve the projected income targets. However, the budget has been well thought out and the Finance, Audit and Risk Committee (FARC) is therefore happy to recommend it to the Board for approval.

It was noted that Irish Aid has confirmed our request for €105k for the Public Engagement Project. The Board were asked to agree to spend a slightly higher amount on our Strategy Planning Process - from €15k to €25k for the visioning piece – as this will be involved consultation with members and contribute to our strategic plan. This will be a non-recurring cost, and we will remain within our margin of comfort in relation to reserves.

The relatively high annual deficit was noted, and whilst it was agreed that it was sustainable given the current level of free reserves, it is something we will need to watch closely.

**Decisions:**

- The 2021 budget, incorporating the amendment around the €10k increase in the budget for the Strategy Planning Process, was approved and will be shared with Irish Aid. Sarah O'Toole (Proposed). Peter McDevitt (Seconded).

## **7. Report from Sub-Committee on Finance, Audit and Risk**

It was noted that the minutes of the last meeting (24 Nov.) were circulated to members in advance. The Treasurer said that the main items discussed were the financial report for Q3, the budget for 2021 (as above) and issues relating to membership fees for 2020.

**Decisions:**

Finola Finnan (Proposed) and Sarah O'Toole (Seconded) that:

- The requirement to give one-year's written notice will be waived in the case of ICOS, but they will be asked to pay for 2020 (€1,167).
- The requirement to give one-year's written notice will be waived in the case of the unnamed member and they won't be asked for the 2020 fee (€250) given their current circumstances.
- VSO will be removed from membership with immediate effect.
- The requirement to give one-year's written notice will be waived in the case of the INMO, they will be asked to pay for 2020 (€250) but we will not be asked for the 2021 fee.

## **8. Report from the HR & Remuneration sub-committee**

- *A revised Dóchas Health and Safety Policy was recommended* by the HR sub-committee for Board approval. The key revision relates to new measures to be taken in light of COVID-19. The sub-committee has also approved a much more detailed COVID protocol document which summarises a number of actions that have been taken to ensure the office is safe for staff to return when restrictions are lifted. There has been one small amendment to the Health & Safety policy that was circulated ahead of this meeting, in order to note the nomination of a fire safety warden. During the discussion, the importance of well-being for staff was stressed. In that regard, Dóchas will be providing an Employee Assistance Programme for staff in 2021.
- *A Dóchas Volunteer policy was recommended* by the sub-committee for Board approval. During a general discussion it was agreed to add a sentence around diversity as well as a reference Dóchas' social media policy.

**Decisions:**

- The Health and Safety Policy, incorporating the above alteration, was approved. Sarah O'Toole (Proposed). Niamh Carty (Seconded).
- The Volunteer Policy, incorporating the above alterations, was approved. Finola Finnan (Proposed). Martina Fitzgerald (Seconded).

**Other:**

- The Chair gave assurance to the Board that all Dóchas staff contracts are signed and up to date in line with new Charity Regulation requirements.
- It was noted that Dóchas will be starting a retainer service with Adare Human Resource Management to support the CEO in managing the day-to-day HR function. Adare is currently developing our remote working policy and revising our Employee Handbook.

## **9. Report from Sub-Committee on Governance**

It was noted that the minutes of the last meeting (11 Nov.) were circulated to members in advance. Senan, who is the new Chair of the committee, reported that the meeting focused on the first three standards of our Charities Governance Code Compliance Record Form (CRF), membership issues, Dóchas policies to be reviewed and the findings of the Board self-assessment. The committee will look at the last 3 standards of the CRF at its next meeting (13 Jan.) and that the Board will need to sign off on the form no later than October 2021.

## **10. Dóchas Interim Strategy and Report by the CEO**

Following the Board Away day (19 Nov), a final draft of the interim strategy was circulated in advance for comment. Board members were pleased with the Away Day session and felt that Caplor facilitated it well. There were no additional comments on the Strategy document.

The CEO Report, copies of which were circulated in advance, was taken as read. It was also noted that Dóchas had secured a meeting for members with Mr Brophy, Minister for Overseas Development Aid and the Diaspora, for 17 December at 11.30am (further details to follow).

### **Decisions:**

- The interim strategy (SOAP) was approved.

## **11. Review of the Risk Register**

The Risk Register was circulated to members in advance of this meeting.

It was noted that:

- Risk 4 (membership governance) remains amber for the reason identified in the 'Actions to be Taken' column.
- Risk 6 (Members leave the network) remains amber as we are likely to lose 3 full and 1 associate member this year.
- Risk 13 (Poor Health & Safety Conditions) remains amber as the team has not yet returned to the office. We have completed the Return to Work Safely Training (1 Dec) and will complete a return to work form of in preparation for some form of return to the office in the New Year. The team will also complete a home working risk assessment form over the coming days,

The following changes to the risk rating were agreed:

- Risk 3 (Negative Social Media) will move from Amber to Green now that our ODA Public Profile Campaign has been completed.

## **12. Other Business**

### **13.1 Pre-Christmas Coffee meeting with the team**

The Chairperson proposed that we arrange to have an informal coffee with the team in advance of the Christmas break to mark the end of the year and to thank them for their

fantastic work during what has been a hugely challenging year for all of us. She paid tribute to her fellow Board members and thanked them for their help and support throughout the year.

**Action:**

- Anna to circulate Doodle Poll to Board and Team and set up Zoom for most popular date.

**13. Dates of future meetings**

Board meetings will take place at 10am on the following dates in 2021: 28 January, 25 March, 24 June, 23 September and 25 November. The AGM and Conference will take place on 6 May 2021.

Chairperson:.....

Date:.....